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FILED

in the office of the Secretary of State
of the State of California

FEB 23 2004

**CERTIFICATE OF SURRENDER OF RIGHT
TO TRANSACT INTRASTATE BUSINESS**

Kevin Shelley
KEVIN SHELLEY, Secretary of State

On behalf and by authority of:

LGS PRODUCTIONS, INC.

(Name of Corporation)

a corporation organized under the laws of Delaware

(State or Place of Incorporation)

the undersigned officer of said corporation does hereby certify and declare:

1. Said corporation hereby surrenders its right and authority to transact intrastate business in the State of California.
2. Said corporation hereby revokes its designation of agent for the service of process in California.
3. Said corporation consents that process against it in any action upon any liability or obligation incurred within the State of California prior to the filing of this Certificate of Surrender of Right to Transact Intrastate Business may be served upon the Secretary of State of the State of California.
4. The post office address to which the Secretary of State may mail copies of any process against the corporation that is served upon the Secretary of State is

409 Washington Blvd

Marina del Rey, CA 90292

[Signature]
(Signature of Corporate Officer)

President

(Typed Name and Title of Officer Signing)



STATE OF CALIFORNIA
FRANCHISE TAX BOARD
PO BOX 1468
SACRAMENTO CA 95812-1468

TAX CLEARANCE CERTIFICATE

December 30, 2003

EXPIRATION DATE: March 15, 2004

MEEPOS AND COMPANY CPAS
J TRAVIS BURNETT
409 WASHINGTON BLVD
MARINA DEL REY CA 90292

ISSUED TO : LGS PRODUCTIONS, INC.
ENTITY ID : 1948084

You must file the required Secretary of State forms to dissolve, withdraw, merge, or cancel BEFORE THE EXPIRATION DATE shown on this notice. The Office of the Secretary of State is located at 1500 11th Street, Third Floor, Sacramento, California 95814-5701. You can also visit their Website: www.ss.ca.gov for more information.

If you have not already done so, you must send us your business entity's final tax return by the 15th day of the third month after its dissolution, withdrawal, or cancellation takes place. Your business entity remains subject to Corporation Tax Law filing requirements until all required documents are filed.

By issuing this Tax Clearance Certificate, we certify that you have paid or secured by other means, all taxes imposed on your business entity under the Corporation Tax law.

We sent a copy of this certificate to the California Secretary of State. As stated above, you must file the required forms with the Office of the Secretary of State before the expiration date shown on this notice. Please keep this original for your records.

Tax Clearance Unit
Taxpayer Services Center
Telephone (800) 852-5711